

 <p>S P Jain School of Global Management DUBAI • MUMBAI • SINGAPORE • SYDNEY</p>	<b>Terms of Reference of the Board of Directors</b>
Document Type	Terms of Reference
Administering Entity	Board of Directors
Latest Approval/ Amendment Date	February 20, 2019
Last Approval/ Amendment Date	N/A
Approval Authority	Board of Directors
Indicative Time of Review	February 19, 2021

### 1.1 Terms of Reference Board of Directors

Reporting Arrangements	Shareholders
Purpose and Scope	<p>a. The Board of Directors of S P Jain School of Global Management (S P Jain) has been established as the corporate governing body of the School under Australian law, and is therefore responsible for all governance matters. The Constitution is the principal governing document.</p> <p>b. These terms of reference set out the Board's higher education responsibilities and operations. The Board of Directors ensures that the School fulfils its responsibilities as detailed in its Vision, Mission and Values Statement in addition to ensuring that the School continues to meet its obligations and responsibilities as a higher education institution.</p> <p>c. The Board of Directors may delegate any of its powers, other than those required by law, to a committee or persons to assist with fulfilling its role, as provided for in the Constitution at Article 6.16.</p>
Responsibilities	<p>a. Leadership, strategic direction and oversight of the affairs of S P Jain.</p> <p>b. Ensure compliance with the Australian Higher Education Standards Framework 2015, Private Education Act 2009 (revised 2011) Singapore, Knowledge and Human Development Authority (KHDA), Dubai and other relevant regulatory authorities, including the Australian Corporations Act 2001.</p> <p>c. Delegate such powers as are necessary for the efficient administration of S P Jain, including review of same.</p> <p>d. Approve the mission, strategic direction, and business plan, and monitor performance against such plans.</p> <p>e. Financial oversight in accordance with Australian and other relevant accounting standards for the respective campuses, including setting and monitoring the annual budget, financial and cash flow forecasts, maintaining financial viability, appointing a qualified auditor to independently audit financial statements annually.</p> <p>f. Oversee the risk management and assessment plans and review them at least annually.</p> <p>g. Oversee workplace health and safety practices.</p> <p>h. Oversee overall quality assurance and monitor effectiveness.</p> <p>i. Approve non-academic policies and provide oversight of academic policies.</p>

	<ul style="list-style-type: none"> <li>j. Ensure practices support participation by Aboriginal and Torres Strait Islander people and are sensitive to their cultures.</li> <li>k. Appoint and monitor the performance of the President.</li> <li>l. Provide and monitor the quality of relevant courses and confer higher education awards on the advice of the Academic Board.</li> <li>m. Approve and monitor systems of control and accountability.</li> <li>n. Approve any significant commercial activities.</li> <li>o. Oversee the functioning of the Academic Board.</li> <li>p. Equitable treatment of staff and students and foster wellbeing of staff and students.</li> <li>q. Appeals processes and decisions where necessary.</li> <li>r. Induction and professional development processes for members of all boards and committees, and the evaluation of the performance of all committees.</li> <li>s. An independent review of the governance structure and the performance of all boards and committees, at least every seven (7) years.</li> <li>t. Report to the shareholders at least annually.</li> </ul>
Membership	<ul style="list-style-type: none"> <li>a. Directors shall be appointed by invitation of the Board. Directors must have expertise and experience relevant to the functions exercisable by the Board and an appreciation of the object, values, functions and activities of the School.</li> <li>b. The number of Directors must be not less than four (4) and not more than ten (10) natural persons comprising expertise in corporate governance, business management, higher education, financial and legal experience.</li> <li>c. The Board will also be comprised of some independent directors to ensure higher education expertise and advice at the highest level of decision-making.</li> <li>d. At least two directors must meet the Australian residency requirements.</li> <li>e. The Directors may elect one of the Directors as a Chairperson and another as a Deputy Chairperson and also determine the term for these roles and period of appointment (while ensuring that these are not in conflict with the Constitution) for each incumbent to these offices.</li> <li>f. All directors must meet the 'Fit and Proper Persons Requirements' as required by the Higher Education Standards Framework 2015. Should an appointed director have a change in circumstance that may make them no longer a 'fit and proper person' as defined by TEQSA, they must notify the School immediately.</li> <li>g. The Directors may also choose to appoint the Chair of the Academic Board to the role of Director, or alternatively be invited to attend meetings to report on academic matters. Executive management staff may also be invited to attend meetings if required.</li> </ul>
Term of Office	<ul style="list-style-type: none"> <li>a. Directors shall serve for three years in the first instance and be eligible for reappointment.</li> <li>b. Casual vacancies shall be filled by invitation of the Board and shall serve only the remaining period of the director they replace.</li> </ul>

Resignations and Removal from Office	<p>a. A Director may resign from his/ her office by notice of resignation in writing to the Board of Directors.</p> <p>b. The Board may remove a Director of the Board from office for:</p> <ul style="list-style-type: none"> <li>i. breach of a duty set out above in the "Responsibilities" section, including the inability of the Director to meet 'Fit and Proper Persons Requirements' as required by the Higher Education Standards Framework 2015; or</li> <li>ii. as detailed in the Constitution 6.2a</li> </ul> <p>c. The removal from office may be effected only at a meeting of the Board of which notice (including notice of the motion that the director concerned be removed from office for breach of duty) was duly given.</p> <p>d. The motion for removal must not be put to the vote of the meeting unless the director concerned has been given a reasonable opportunity to reply to the motion at the meeting, either verbally or in writing.</p> <p>e. If the director to whom the motion for removal refers does not attend the meeting, a reasonable opportunity to reply to the motion is taken to have been given if notice of the meeting has been duly given.</p>
Meeting Frequency and Quorum	<p>a. The Board of Directors will meet at least three (3) times a year. Meetings may be face-to-face or electronic meetings.</p> <p>b. No business may be transacted unless there is a quorum of half of the number of directors (not including casual vacancies).</p>
Secretary of the Board	<p>a. The Chairperson shall appoint a member of administrative staff to be the Secretary of the Board.</p>

## 1.2 Standing Orders

Notice of Meetings	<p>Meetings shall be held according to the Annual Schedule or at other times such as:</p> <ul style="list-style-type: none"> <li>a. When specifically requested by the Chairperson of the Board of Directors or via a request from a majority of directors. Not less than five working days' notice shall be given.</li> <li>b. The Minute-taker will circulate an agenda and meeting papers at least five working days before the meeting. The Chairperson may permit additional business to be added at the meeting if time permits.</li> <li>c. For out of session urgent matters, a flying minute may be circulated to directors by the Chairperson.</li> </ul>
Appointment of Proxy	<ul style="list-style-type: none"> <li>a. A Director may attend and vote by proxy at a meeting of the Board of Directors if the proxy is a director and has been appointed by writing under the hand of the appointor or by telegram, fax or other form of visible communication from the appointor.</li> <li>b. Such an appointment may be general or for any particular meeting or meetings.</li> </ul>
Meeting Conduct	<ul style="list-style-type: none"> <li>a. The Chairperson shall conduct the meeting according to the standing orders; ensure order is maintained; and give directors an opportunity to speak and vote on matters tabled at the meeting.</li> <li>b. The order of business shall follow the agenda unless agreed otherwise.</li> <li>c. Matters for debate or to move a motion must be on the agenda and seconded, unless otherwise approved.</li> <li>d. Voting shall be by show of hands unless a secret ballot is requested.</li> <li>e. Directors may vote by proxy if they are unable to attend as detailed in the Standing Orders Section 'Appointment of Proxy'.</li> <li>f. Matters will be passed by a majority of Directors.</li> </ul>

	<p>g. A motion may be amended or withdrawn with the consent of the Directors.</p> <p>h. When an amendment is before the Chairperson, discussion shall be confined to that amendment.</p> <p>i. No further amendments can be made if they are substantially the same, or if the amendment is a direct negative.</p>
Minutes	<p>a. A Minute-taker shall be appointed to accurately record the minutes of each meeting and distribute the draft minutes via email within 10 working days of the meeting. The following details shall be recorded in the minutes:</p> <ul style="list-style-type: none"> <li>i. Date, time and venue of the meeting;</li> <li>ii. Names of persons present and apologies, and the name of the Chairperson;</li> <li>iii. An overview of discussions and business conducted; motions and outcomes of votes; action items and persons responsible; and</li> <li>iv. Date, time and venue of next meeting.</li> </ul> <p>b. The minutes of the preceding meeting shall be circulated to directors. The Chairperson will:</p> <ul style="list-style-type: none"> <li>i. Seek confirmation of the minutes in their current state; or</li> <li>ii. Seek confirmation of the minutes with amendments; and</li> <li>iii. Sign the confirmed minutes</li> </ul>
Adjournment	<p>a. The Chairperson may adjourn the meeting from time to time with the consent of the directors or if directed by the Board. Business at the adjourned meeting shall be confined to business that was left unfinished at the meeting where the adjournment took place. If a meeting has been adjourned for more than 10 working days, notice shall be given as for an ordinary meeting.</p>
Code of Conduct for the Board Meetings	<p>A director shall:</p> <ul style="list-style-type: none"> <li>a. Keep their comments to matters before the Board</li> <li>b. Attend meetings and be punctual</li> <li>c. Undertake review of documents prior to meetings, within timeframes requested</li> <li>d. Act in the best interests of the School, and not bring the School into disrepute</li> <li>e. Exercise appropriate care and diligence</li> <li>f. Not make false statements or falsify records</li> <li>g. Act appropriately to not gain advantage for themselves or others</li> <li>h. Not make offensive statements or comments or behave improperly</li> <li>i. Shall cease speaking when called to order by the Chairperson</li> <li>j. Declare any potential conflicts of interest and stand aside from discussions and voting on such matters deemed to be a conflict of interest</li> <li>k. Keep all matters in confidence and not disclose any matters of business to the general public, members of staff or other associates of the School</li> </ul>

### Related Documents

- a. Board of Directors Governance Review and Conduct Policy
- b. Constitution
- c. Terms of Reference of the Academic Board
- d. Terms of Reference of the Risk Management and Audit Committee